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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
ALL YEAR HOLDINGS LIMITED,	:	Case No. 21-12051 (MG)
	:	
Debtor.¹	:	
	:	
Fed. Tax Id. No. 98-1220822	:	
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**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE
STATEMENT FOR CHAPTER 11 PLAN OF REORGANIZATION
OF ALL YEAR HOLDINGS LIMITED AND RELATED RELIEF**

PLEASE TAKE NOTICE that:

1. On May 31, 2022, All Year Holdings Limited, as debtor and debtor in possession (the “**Debtor**”) in the above-captioned chapter 11 case (the “**Chapter 11 Case**”), filed its *Chapter 11 Plan of Reorganization of All Year Holdings Limited*, dated May 31, 2022 [ECF No. 123] (as may be modified, amended, or supplemented from time to time, and together with all exhibits and schedules thereto, the “**Plan**”) and its related disclosure statement with respect to the Plan, dated May 31, 2022 [ECF No. 124] (as may be modified, amended, or supplemented from time to time, and together with all exhibits and schedules thereto, the “**Disclosure Statement**”) pursuant to section 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”).

2. Contemporaneously thereto, the Debtor filed a motion (the “**Solicitation Procedures Motion**”)², pursuant to sections 105, 1125, 1126, 1128, and 1129 of the Bankruptcy Code, Rules 2002, 3016, 3017, 3018, 3020, and 9006 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 3017-1, 3018-1 and 3020-1 of the Local

¹ The Debtor’s principal offices are located at 199 Lee Avenue, Suite 693, Brooklyn, New York 11211.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Solicitation Procedures Motion.

Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”), seeking entry of an order:

- (a) approving the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code;
- (b) approving the form, manner, and sufficiency of the notice of the hearing to consider approval of the Disclosure Statement and the Solicitation and Voting Procedures;
- (c) approving the Debtor’s proposed procedures for the solicitation and tabulation of votes to accept or reject the Plan;
- (d) approving (i) the forms of Ballots and Solicitation Packages and the procedures for the distribution thereof and (ii) the form of Notice of Non-Voting Status to be sent to holders of claims against, and interests in, the Debtor that are conclusively presumed to accept the Plan, deemed to reject the Plan, or are otherwise not entitled to vote on the Plan;
- (e) scheduling the hearing to consider confirmation of the Plan and establishing notice and objection procedures for the confirmation of the Plan; and
- (f) granting related relief.

3. A hearing to consider approval of the Disclosure Statement and the other relief requested in the Solicitation Procedures Motion will be held before the Honorable Martin Glenn, Chief United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 601, One Bowling Green, New York, New York 10004 (the “**Bankruptcy Court**”) on **July 19, 2022 at 2 p.m. (Prevailing Eastern Time)** (the “**Hearing**”), or as soon thereafter as counsel may be heard.

4. Any party in interest wishing to obtain a copy of the Disclosure Statement, the Plan, or the Solicitation Procedures Motion should contact the Debtor’s Voting Agent by email at AYHInfo@DonlinRecano.com or by telephone at (877) 896-3192 (toll-free). Upon receipt of such request, the Debtor shall provide such creditor with a paper copy of the Plan, the Disclosure Statement, or the Solicitation Procedures Motion at no cost to the creditor. In addition, the Disclosure Statement, the Plan, and the Solicitation Procedures Motion are on file with the Bankruptcy Court and may be examined by accessing the Bankruptcy Court’s website: www.nysb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Bankruptcy Court’s website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov.

5. Responses or objections to approval of the Disclosure Statement or the other relief sought in connection with the Solicitation Procedures Motion shall be in writing, shall conform to the Bankruptcy Rules and the Local Bankruptcy Rules, shall be filed with the Bankruptcy Court by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*,

electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and shall be served in accordance with General Order M-399, dated May 17, 2010, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Solicitation Procedures Motion so as to be filed and served upon (i) the attorneys for the Debtor, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Gary T. Holtzer, Esq. and Matthew P. Goren, Esq.); (ii) the Office of the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Andrea B. Schwartz, Esq. and Shara Cornell, Esq.); (iii) counsel to Mishmeret Trust Company Ltd., as Trustee for the Noteholders, Chapman & Cutler LLP, 1270 Sixth Avenue, New York, New York 10020 (Attn: Michael Friedman, Esq., Stephen R. Tetro II, Esq., and Aaron Krieger, Esq.); and (iv) counsel to the Plan Investor, (a) Gissin & Co., Habarzel 38B, Tel Aviv 6971054, Israel (Attn: Yael Hershkovitz, Esq.), (b) Locke Lord LLP, 200 Vesey Street, 20th Floor, New York, NY 10281 (Attn: Shalom Jacob, Esq.), and (c) Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, NY 10004 (Attn: Avi D. Feinberg, Esq.), by no later than **July 5, 2022 at 5:00 p.m. (Prevailing Eastern Time)** (the “**Objection Deadline**”).

6. The Plan contains an injunction which, upon entry of the Confirmation Order, prevents all holders of Claims and Interests and other parties in interest, along with their respective present or former employees, agents, officers, directors, principals, and affiliates, shall be enjoined from taking any actions to interfere with the implementation or consummation of the Plan in relation to any Claim extinguished, discharged, or released pursuant to the Plan, provided, however, the foregoing shall not enjoin or prevent any party from taking any action to enforce any rights or obligations granted pursuant to the Plan

7. IF AN OBJECTION TO THE DISCLOSURE STATEMENT OR THE OTHER RELIEF SOUGHT IN THE SOLICITATION PROCEDURES MOTION IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE DISCLOSURE STATEMENT OR THE SOLICITATION PROCEDURES MOTION AND MAY NOT BE HEARD AT THE HEARING.

8. Upon approval of the Disclosure Statement by the Bankruptcy Court and the Israeli Court Approval Date (as defined in the Solicitation Procedures Motion), any party in interest that is entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

9. The Hearing may be adjourned from time to time without further notice to parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtor with the Bankruptcy Court.

10. PLEASE TAKE FURTHER NOTICE that, due to the COVID-19 pandemic, the Hearing will be conducted using Zoom for Government. Parties should not appear in person and those wishing to appear or participate at the Hearing (whether “live” or “listen only”) must make an electronic appearance through the Court’s website prior to 4:00 p.m. (Prevailing Eastern Time) on the business day prior to the Hearing. Instructions for making

an eCourtAppearance and additional information on the Court's Zoom procedures can be found at <http://www.nysb.uscourts.gov/content/judge-martin-glenn>.

Dated: May 31, 2022
New York, New York

/s/ Matthew P. Goren
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